This listing of claims will replace all prior versions, and listings, of claims in the application:

Listing of Claims:

1. (Currently Amended) An article of footwear having a variable support structure comprising, in combination:

a sole structure;

an upper secured to the sole structure;

at least one reservoir of magneto-rheological fluid in the upper; and

a magnet assembly comprising a plurality of electromagnets proximate each ~~reservoir;~~ reservoir; and

a load cell configured to activate the electromagnets upon detection of a force from a user's foot and positioned in a sidewall of the upper;

wherein a magnetic field produced by the magnet assembly transforms the magneto-rheological fluid from a fluid state to a near-solid state.

2-8. (Canceled).

9. (Currently Amended) The article of footwear of ~~claim 5~~ claim 1, further comprising a power source connected to the electromagnets.

10. (Original) The article of footwear of claim 9, wherein the power source comprises a battery.

11. (Original) The article of footwear of claim 1, wherein the reservoir of magneto-rheological fluid is located in a lateral sidewall of the upper.

12. (Original) The article of footwear of claim 1, wherein the reservoir of magneto-rheological

fluid is located in a medial sidewall of the upper.

13. (Original) The article of footwear of claim 1, wherein the magnet assembly comprises a plurality of magnets on a first side of a reservoir and a plurality of magnets on an opposed second side of the reservoir.

14. (Original) The article of footwear of claim 1, wherein the magneto-rheological fluid comprises magnetic particles suspended in oil.

15. (Original) The article of footwear of claim 1, wherein the magneto-rheological fluid comprises iron molecules suspended in silicon.

16. (Canceled).

17. (Currently Amended) An article of footwear having a variable support structure comprising, in combination:

a sole structure;

an upper secured to the sole structure;

a reservoir of magneto-rheological fluid in a sidewall of the ~~upper; and~~ upper;

a plurality of electromagnets in the ~~sidewall;~~ sidewall; and

a load cell configured to activate the electromagnets upon detection of a force from a user's foot and positioned in a sidewall of the upper;

wherein a magnetic field produced by the electromagnets transforms the magneto-rheological fluid from a fluid state to a near-solid state.

18-21 (Canceled).

22. (Currently Amended) The article of footwear of ~~claim 19~~ claim 17, further comprising a power source connected to the electromagnets.

23. (Original) The article of footwear of claim 22, wherein the power source comprises a battery.

24. (Original) The article of footwear of claim 17, wherein the reservoir of magneto-rheological fluid is located in a lateral sidewall of the upper.

25. (Original) The article of footwear of claim 17, wherein the reservoir of magneto-rheological fluid is located in a medial sidewall of the upper.

26. (Currently Amended) The article of footwear of claim 17, wherein the electromagnets comprise a plurality of electromagnets on a first side of a reservoir and a plurality of electromagnets on an opposed second side of the reservoir.

27. (Previously Presented) The article of footwear of claim 17, wherein the magneto-rheological fluid comprises magnetic particles suspended in oil.

28. (Previously Presented) The article of footwear of claim 17, wherein the magneto-rheological fluid comprises iron molecules suspended in silicon.

29. (Currently Amended) An article of footwear having a variable support structure comprising, in combination:

a sole structure;

an upper secured to the sole structure;

a first reservoir of magneto-rheological fluid formed in a lateral sidewall of the upper;

a second reservoir of magneto-rheological fluid formed in a medial sidewall of the upper;

a first plurality of electromagnets positioned in the lateral ~~sidewall; and~~ sidewall;

a second plurality of electromagnets positioned in the medial ~~sidewall;~~ sidewall; and

a load cell configured to activate the electromagnets upon detection of a force from a user's foot and positioned in a sidewall of the upper;

wherein each plurality of electromagnets is configured to produce a magnetic field in a corresponding reservoir and transforms the magnetic field from a fluid state to a near-solid state.

30-33. (Canceled)

34. (Currently Amended) The article of footwear of ~~claim 31~~ claim 29, further comprising a power source connected to the electromagnets.

35. (Original) The article of footwear of claim 34, wherein the power source comprises a battery.